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BEFORE THE ARIZONA CORPORATION COMMISSION

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Arizona Corporation Commission

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COMMISSIONERS

KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

IN THE MATTER OF THE JOINT NOTICE AND APPLICATION OF QWEST CORPORATION, QWEST COMMUNICATIONS COMPANY, LLC, QWEST LD CORP., EMBARQ COMMUNICATIONS, INC. D/B/A CENTURY LINK COMMUNICATIONS, EMBARQ PAYPHONE SERVICES, INC. D/B/A CENTURYLINK, AND CENTURYTEL SOLUTIONS, LLC, FOR APPROVAL OF THE PROPOSED MERGER OF THEIR PARENT CORPORATIONS, QWEST COMMUNICATIONS INTERNATIONAL INC., AND CENTURYTEL, INC.

DOCKET NO. T-01051B-10-0194
T-02811B-10-0194
T-04190A-10-0194
T-20443A-10-0194
T-03555A-10-0194
T-03902A-10-0194

PROCEDURAL ORDER

BY THE COMMISSION:

On May 13, 2010, Qwest Corporation, Qwest Communications Company, LLC, Qwest LD Corp., Embarq Communications, Inc. d/b/a CenturyLink Communications, Embarq Payphone Services, Inc. d/b/a CenturyLink, and CenturyTel Solutions, LLC (together, the "Joint Applicants"), filed with the Arizona Corporation Commission ("Commission") a joint application for approval of the proposed merger of the Applicants' respective parent corporations, Qwest Communication International Inc., and CenturyTel, Inc ("Joint Application").

On September 28, 2010, Intervenor Communications Workers of America, AFL-CIO, CLC ("CWA") filed its Motion to Compel #1 requesting that the Joint Applicants be directed to provide certain documents designated at Confidential Information and Highly Confidential Information to CWA's outside expert.

On October 8, 2010, CWA filed its Motion to Compel #2, requesting that the Joint Applicants be directed to provide certain documents requested of the Joint Applicants, but not provided.

On October 8, 2010, CWA filed a Notice of Errata Re: Motion to Compel #2.

1 On October 12, 2010, the Joint Applicants filed their Response to CWA's Motion to Compel
2 #1.

3 Accordingly, a Procedural Conference is necessary to hear arguments on the Motions.

4 IT IS THEREFORE ORDERED that a **telephonic Procedural Conference** shall commence
5 on **October 27, 2010, at 10:00 a.m.** The call-in number is **(866) 482-6958, then enter pass code**
6 **1491044.** Parties may also attend in person at the Commission's Tucson offices, Room 222, 400
7 West Congress Street, Tucson, Arizona 85701.

8 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113-Unauthorized
9 Communications) continues to apply to this proceeding as the matter is set for public hearing.

10 IT IS FURTHER ORDERED that all parties must comply with Rules 31 and 38 of the Rules
11 of the Arizona Supreme Court and A.R.S. § 40-243 with respect to practice of law and admission *pro*
12 *hac vice*.

13 IT IS FURTHER ORDERED that the intervention granted herein is conditioned upon the
14 intervenor obtaining counsel to represent the intervenor if required by Rule 31 of the Rules of the
15 Arizona Supreme Court, and such counsel filing a notice of appearance with the Commission, within
16 30 days of the date of this Procedural Order.

17 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance
18 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the
19 Rules of Arizona Supreme Court). Representation before the Commission includes appearances at all
20 hearings and procedural conferences, as well as all Open Meetings for which the matter is scheduled
21 for discussion, unless counsel has previously been granted permission to withdraw by the
22 Administrative Law Judge or the Commission.

23 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113 - Unauthorized
24 Communications) applies to this proceeding and shall remain in effect until the Commission's
25 Decision in this matter is final and non-appealable.

26 ...

27 ...

28 ...

1 IT IS FURTHER ORDERED that the Administrative Law Judge may rescind, alter, amend,
2 or waive any portion of this Procedural Order either by subsequent Procedural Order or by ruling at
3 hearing.

4 DATED this 15th day of October, 2010.


BELINDA A. MARTIN
ADMINISTRATIVE LAW JUDGE

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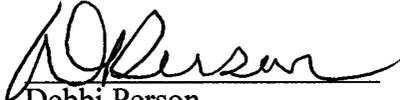
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